

**Subject:** Northwest Missouri Cellular Limited Partnership, Transfer of Control Applications File Nos. 0006932939 & ITC-T/C-20151008-00236.  
**Date:** Wednesday, January 13, 2016 at 1:56:45 PM Eastern Standard Time  
**From:** Greg Whiteaker  
**To:** Kathy Harris, Sumita Mukhoty  
**CC:** Roger Noel, Denise.Coca@fcc.gov, David Krech, Susan OConnell, John Prendergast, Benjamin H. Dickens, Salvatore Taillefer, Richard D. Rubino, Nicholas Robb, Robin Tuttle  
**BCC:** Greg Whiteaker

Dear: Kathy and Sumita,

As the parties have reported in various pleadings in connection with the above-referenced applications, the Circuit Court of Holt County Missouri ("Circuit Court") has appointed a receiver, Mr. Nicholas Robb ("Receiver"), to, among other things, assign the stock of Northwest Missouri Holdings, Inc. ("Holdings") to Townes Missouri, Inc. ("Townes") and to seek any required regulatory approvals for the same. Such assignment would, among other things, transfer control of the assets of Holding's wholly-owned subsidiary, Oregon Farmers Mutual Telephone Company ("OFM"), including OFM's wireline telephone operations and any licenses or authorizations held or controlled by OFM.

The Receiver and Northwest Missouri Cellular Limited Partnership ("NWMC") disagree regarding whether or not OFM holds a general partnership interest in NWMC. This issue has been raised in the Court of Chancery of the State of Delaware and the Circuit Court in Missouri. Pending resolution of the issue, however, the Receiver has argued before the Circuit Court that NWMC is preventing the Receiver from fulfilling his obligations by preventing the Receiver from filing all necessary applications to obtain all required FCC approvals.

NWMC desires to cooperate with the Receiver to the extent possible while also preserving NWMC's and its partners' rights with respect to the disposition of the OFM-partnership interest. To this end, NWMC desires to explore a creative licensing approach that may allow the Receiver to complete his work while still protecting NWMC's and its partners' rights.

From an FCC licensing perspective, if OFM does not hold a general partnership interest in NWMC (which is the position of NWMC), then no FCC consent for the transfer of control of NWMC is required for the Receiver to assign the stock of Holdings to Townes. The Receiver would be free to assign such stock upon obtaining any applicable consents unrelated to NWMC. If, however, OFM holds a general partnership interest in NWMC (which is the position of the Receiver), then FCC consent would be required for the transfer of control of this interest to Townes through the assignment of the Holdings stock to Townes. Upon obtaining consent for the transfer of control of NWMC and of other applicable consents unrelated to NWMC, the Receiver would be able to assign the stock of Holdings to Townes. Were a court subsequently to determine that OFM does not hold a general partnership interest in NWMC, then the FCC consent for the transfer of control of NWMC would be superfluous.

NWMC proposes to work with the Receiver – while fully reserving NWMC's and its partners' rights and maintaining their position regarding the disposition of the OFM interest – to file applications to allow the Receiver to seek FCC consent for the "transfer of control" of NWMC. Specifically, subject to the further qualifications and limitations below, NWMC proposes the following approach.

1. NWMC would consent to the FCC returning application File No. 0006932939 to pending status as requested by the Receiver.
2. NWMC would agree that the FCC defer consideration of application File No. ITC-T/C-20151008-00236 pending a judicial determination (or further agreement by the parties) of the status of the partnership interest.
3. NWMC would work with the Receiver to initiate applications (FCC Form 603 and ITC/TC) pursuant to which the Receiver could seek FCC consent to assign the stock of Holdings to Townes. Presumably, these applications would be styled as applications seeking FCC consent for the transfer of control of wireless

licenses and International 214 authority held by NWMC, but in an exhibit to such applications, NWMC would reserve all its rights and would continue to maintain its position that OFM does not hold a general partnership interest in NWMC.

4. Upon receipt of FCC consent (assuming the FCC consents) for the “transfer of control” of NWMC (and any consents unrelated to NWMC), the Receiver could assign the stock of Holdings to Townes and would be able to wind up the receivership.
5. No notice of consummation would be filed regarding the “transfer of control” of NWMC until a court of competent jurisdiction, in an action including all partners of NWMC as parties, finally determines the status of the OFM partnership interest.
  - a. The FCC would agree to waive the 30-day window in which to file a notice of consummation.
  - b. If the determination is that OFM holds a general partnership interest, then NWMC would agree to the filing of a notice of consummation of the transfer of control of NWMC.
  - c. If the determination is that OFM does not hold a general partnership interest, then the Receiver would agree to NWMC’s notifying the FCC that there was no consummation of a transfer of control of NWMC and that the FCC should accept applications 0006932939 and ITC-TC-20151008-00236. The Receiver also would withdraw the various petitions opposing these applications.

NWMC would only be willing to proceed in this fashion pursuant to an agreement with the Receiver setting forth the approach outlined above. Under any approach, NWMC would fully reserve its rights and position that OFM ceased to hold a general partnership interest in NWMC (unless and until finally adjudicated otherwise by a court of competent jurisdiction in an action including all partners of NWMC as parties).

NWMC believes that there are public interest benefits in proceeding with consideration of the transfer of control applications at the same time that the courts consider the partnership question. Notably, there are other assets that are tied up in the receivership that are unrelated to NWMC. Proceeding in the manner outlined above would facilitate the transfer of the wireline telephone assets to Townes so that Townes can take over the wireline operations of OFM. This approach also would allow the Receiver to complete and wind up his receivership without additional delay.

This approach would not unduly burden FCC resources. There are only two clearly defined possible outcomes, albeit one of which does not require FCC consent for the transfer of control of NWMC. NWMC, however, assumes (while fully-reserving all rights) that review of a transfer of control to Townes would be a straight-forward review. If the FCC consents to the transfer of control of NWMC and a court subsequently determines that OFM does not hold a general partnership interest in NWMC, then the consent would have been unnecessary, but the situation would be no different than when the FCC consents to a transaction and the parties do not consummate the transaction for whatever reason. The FCC’s consent to a transaction does not obligate the parties to consummate.

Would FCC staff be willing to consider the above approach or a modified approach to facilitate the Receiver completing his work, while also preserving NWMC’s and its remaining partners’ rights? NWMC welcomes the opportunity to discuss this approach with staff and the Receiver.

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